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RECORDATION NO. 24816-88
MAY 08 '06 12:16 PM
SURFACE TRANSPORTATION BOARD
FILED

OF COUNSEL
URBAN A. LESTER

May 8, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Supplement No. 9 to Memorandum of Indenture, dated as of May 15, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 24816.

The names and addresses of the parties to the enclosed document are:

Debtor: NARCAT, LLC
480 West Dussel Drive, Suite R
Maumee, Ohio 43537

Debtor: CARCAT ULC
480 West Dussel Drive, Suite R
Maumee, Ohio 43537

Debtor: NARCAT Mexico, S. de R.L. de C.V.
480 West Dussel Drive, Suite R
Maumee, Ohio 43537

Secured Party: Wells Fargo Bank, National Association
Sixth Street and Marquette Avenue
Minneapolis, Minnesota 55479

Mr. Vernon A. Williams
May 8, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

Exhibit A-1: 119 railcars have new reporting marks and new road numbers: railcars marked ANGX, ATW, BPRR, GNR, MACX, NOPB, PRSX, SLGG and SPSX have been remarked ANGX, BPRR, GNR and MMA as shown in the exhibit.

Exhibit A-2: 54 railcars with BAEX, CR, ITGX, NYC, RMGX and SLGG reporting marks have been destroyed, scrapped or sold as shown in the exhibit.

Exhibit B: Lease changes

A short summary of the document to appear in the index is:

Supplement No. 9 to Memorandum of Indenture.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MAY 08 '06 12:16 PM

SUPPLEMENT NO. 9 TO MEMORANDUM OF INDENTURE
SURFACE TRANSPORTATION BOARD

This Supplement No. 9 To Memorandum of Indenture is made effective as of May 15, 2006, between NARCAT LLC., CARCAT ULC AND NARCAT MEXICO S. DE R.L. DE C.V., (collectively the "**Debtors**") and WELLS FARGO BANK, NATIONAL ASSOCIATION, as Indenture Trustee referred to below (together with its successors and permitted assigns, the "**Secured Party**").

WITNESSETH:

The Debtors and the Secured Party entered into the Indenture dated February 12, 2004, which was recorded with the Surface Transportation Board on February 12, 2004, under Recordation No. 24816 and with the Canadian Registry on February 12, 2004 at 3:35 p.m., by which the Debtors granted a security interest to the Secured Party in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached thereto ("Railcars") and in each lease as listed on Exhibit B attached thereto in order to secure the Debtors' performance of their obligations as described in the Indenture.

Subsequent to February 12, 2004, the following Supplements have been filed:

Document	Surface Transportation Board Recordation #/Date of Filing	Registrar General of Canada Date of Filing
Supplement No. 1	Recordation Number 24816-J/ May 11, 2004	May 12, 2004
Partial Release and Discharge of Lien	Recordation Number 24816-L/ August 10, 2004	August 10, 2004
Supplement No. 2	Recordation Number 24816-M/ August 11, 2004	August 11, 2004
Supplement No. 3	Recordation Number 24816-N/ November 10, 2004	November 10, 2004
Supplement No. 4	Recordation Number 24816-O/ February 9, 2005	February 9, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-P/April 8, 2005	April 26, 2005
Supplement No. 5	Recordation Number 24816-V/May 12, 2005	May 13, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-W/June 9, 2005	August 3, 2005
Supplement No. 6	Recordation Number 24816-X/August 12, 2005	August 11, 2005
Supplement No. 7	Recordation Number 24816-Y/November 9, 2005	November 8, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-AA/December 27, 2005	December 28, 2005
Supplement No. 8	Recordation Number 24816-BB/February 14, 2005	February 14, 2005

Subsequent to these filing certain changes have occurred in the reporting marks and road numbers listed on Exhibit A to the Indenture. Those changes are set forth on the attached

Exhibits A-1 and A-2. Attached hereto as Exhibit A-1 are all reporting mark and road number changes that have occurred to the Railcars due to restenciling between February 1, 2006 and April 30, 2006. Attached hereto as Exhibit A-2 are the reporting marks and road numbers of all Railcars that have been destroyed, scrapped or sold between February 1, 2006 and April 30, 2006, and therefore are no longer subject to the Indenture. Also certain changes have occurred in the lease information listed on Exhibit B to the Indenture. Those changes are set forth on the attached Exhibit B, which include: a description of all new leases, and amendments to existing leases, that have been executed between February 1, 2006 and April 30, 2006, and a description of all leases that have been terminated or have expired between February 1, 2006 and April 30, 2006.

[Signature Pages to Follow]

IN WITNESS WHEREOF, each party hereto has caused this Supplement No. 9 to Memorandum of Indenture to be duly executed by its duly authorized representative as of the date and year first above written.

NARCAT LLC

By:

Rasesh H. Shah
Rasesh H. Shah, Manager

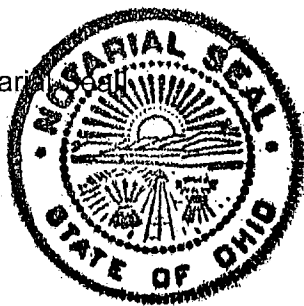
STATE OF OHIO)

COUNTY OF LUCAS)

ss.:

On the 4th day of May in the year 2006 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is Manager of NARCAT LLC, the limited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability company.

[Notarial Seal]



Julie Ann Dibble

Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

CARCAT ULC

By Rasesh H. Shah
Rasesh H. Shah, President/Secretary

STATE OF OHIO)
) ss.:
COUNTY OF LUCAS)

On the 4th day of May in the year 2006 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is President/Secretary of CARCAT ULC, the unlimited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said unlimited liability company.

[Notary]



Julie Ann Dibble

Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

NARCAT MEXICO S. DE R.L. DE C.V.

By

Rasesh H. Shah, Legal Representative

STATE OF OHIO

COUNTY OF LUCAS

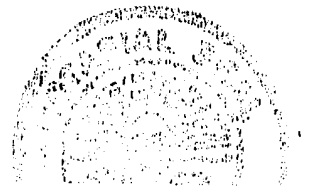
)
) ss.:
)

On the 4th day of May in the year 2006 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is Manager of NARCAT MEXICO, S. de R.L. de C.V., the limited liability association with variable capital described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability association with variable capital

[Notarial Seal]



Julie Ann Dibble
Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010



WELLS FARGO BANK, NATIONAL ASSOCIATION

By Jason VanVleet
Name Jason VanVleet
Title Assistant Vice President

STATE OF Minnesota
COUNTY OF Hennepin } ss.:

On the 14th day of May in the year 2006 before me personally came Jason VanVleet to me known, who, being by me duly sworn, did depose and say that he reside(s) at 4942 Arrowood Lane N., Plymouth, MN 55442; that he is the Assistant Vice President duly appointed of Wells Fargo Bank, National Association, the corporation described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of said corporation.

Cheryl C. Zimmerman
Notary Public
My Commission Expires 1/31/2010

[Notarial Seal]

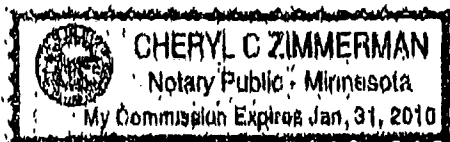


EXHIBIT A-1

	New Car #	Prior Car #		New Car #	Prior Car #		New Car #	Prior Car #
1	ANGX002069	PRSX000420	41	ANGX002251	SPSX964375	81	ANGX004056	MACX000311
2	ANGX002108	PRSX000297	42	ANGX002252	SPSX964369	82	ANGX004057	MACX000312
3	ANGX002109	PRSX000356	43	ANGX002253	SPSX964364	83	ANGX004058	MACX000313
4	ANGX002110	PRSX000357	44	ANGX002254	SPSX964335	84	ANGX004059	MACX000314
5	ANGX002111	PRSX000360	45	ANGX002255	SPSX964291	85	ANGX004060	MACX000315
6	ANGX002112	PRSX000362	46	ANGX002256	SPSX964272	86	ANGX004061	MACX000316
7	ANGX002113	PRSX000364	47	ANGX002257	SPSX964233	87	ANGX004062	MACX000317
8	ANGX002114	PRSX000365	48	ANGX002258	SPSX964178	88	ANGX004063	MACX000318
9	ANGX002118	PRSX000374	49	ANGX002261	SPSX200026	89	ANGX004064	MACX000319
10	ANGX002119	PRSX000377	50	ANGX002262	SPSX200024	90	ANGX004065	MACX000320
11	ANGX002120	PRSX000378	51	ANGX002265	SPSX200021	91	ANGX004066	MACX000321
12	ANGX002121	PRSX000380	52	ANGX002266	SPSX200020	92	ANGX004067	MACX000322
13	ANGX002131	PRSX000554	53	ANGX002267	SPSX200019	93	ANGX004068	MACX000323
14	ANGX002180	PRSX002216	54	ANGX004021	SLGG005305	94	ANGX004069	MACX000325
15	ANGX002181	PRSX002221	55	ANGX004022	SLGG005391	95	ANGX004070	MACX000326
16	ANGX002182	PRSX002270	56	ANGX004023	SLGG005410	96	ANGX004071	MACX000327
17	ANGX002184	PRSX002275	57	ANGX004024	SLGG005413	97	ANGX004072	MACX000328
18	ANGX002185	PRSX002280	58	ANGX004025	SLGG005417	98	ANGX004073	MACX000329
19	ANGX002193	PRSX000381	59	ANGX004026	SLGG005423	99	ANGX004074	MACX000330
20	ANGX002194	PRSX000384	60	ANGX004027	SLGG005440	100	ANGX004075	GNRR003352
21	ANGX002196	PRSX000531	61	ANGX004029	SLGG005462	101	ANGX004076	GNRR003353
22	ANGX002197	PRSX000541	62	ANGX004030	SLGG005471	102	ANGX004077	GNRR003354
23	ANGX002198	PRSX000545	63	ANGX004031	SLGG005478	103	ANGX004078	GNRR003355
24	ANGX002199	PRSX000550	64	ANGX004032	SLGG005337	104	ANGX004079	BPRR002656
25	ANGX002200	PRSX000552	65	ANGX004038	GNRR005522	105	ANGX004080	BPRR002657
26	ANGX002201	PRSX000553	66	ANGX004039	BPRR002658	106	ANGX004081	BPRR002662
27	ANGX002233	SPSX200022	67	ANGX004042	BPRR002661	107	BPRR002648	ANGX002173
28	ANGX002234	SPSX200023	68	ANGX004043	ATW 600000	108	GNRR043703	NOPB006054
29	ANGX002236	SPSX980305	69	ANGX004044	GNRR000785	109	GNRR043705	NOPB006057
30	ANGX002240	SPSX964485	70	ANGX004045	GNRR000786	110	GNRR043706	NOPB006058
31	ANGX002241	SPSX964463	71	ANGX004046	MACX000301	111	GNRR043709	NOPB006074
32	ANGX002242	SPSX964461	72	ANGX004047	MACX000302	112	GNRR043710	NOPB006075
33	ANGX002243	SPSX964453	73	ANGX004048	MACX000303	113	MMA 015218	SLGG015218
34	ANGX002244	SPSX964449	74	ANGX004049	MACX000304	114	MMA 015230	SLGG015230
35	ANGX002245	SPSX964435	75	ANGX004050	MACX000305	115	MMA 015231	SLGG015231
36	ANGX002246	SPSX964425	76	ANGX004051	MACX000306	116	MMA 015236	SLGG015236
37	ANGX002247	SPSX964401	77	ANGX004052	MACX000307	117	MMA 015241	SLGG015241
38	ANGX002248	SPSX964400	78	ANGX004053	MACX000308	118	MMA 015289	SLGG015289
39	ANGX002249	SPSX964390	79	ANGX004054	MACX000309	119	PRSX000418	PSRX000418
40	ANGX002250	SPSX964384	80	ANGX004055	MACX000310			

EXHIBIT A-2

DESTROYED, SCRAPPED OR SOLD CARS

Destroyed Cars:

	Car Mark	Car Num		Car Mark	Car Num
1	SLGG	005385	5	CN	624567
2	ITGX	012703	6	CN	624351
3	BAEX	000778	7	MACX	000701
4	ITGX	011562	8	MACX	000705

Scrapped Cars:

	Car Mark	Car Num		Car Mark	Car Num
1	ITGX	008300	8	ITGX	008307
2	ITGX	008301	9	ITGX	008308
3	ITGX	008302	10	ITGX	008309
4	ITGX	008303	11	ITGX	008310
5	ITGX	008304	12	ITGX	008311
6	ITGX	008305	13	ITGX	010182
7	ITGX	008306			

Sold Cars:

	Car Mark	Car Num		Car Mark	Car Num
1	ITGX	008000	18	ITGX	008508
2	ITGX	008001	19	ITGX	008509
3	ITGX	008002	20	ITGX	008512
4	ITGX	008003	21	ITGX	008514
5	ITGX	008510	22	ITGX	008517
6	ITGX	008511	23	ITGX	008518
7	ITGX	008513	24	ITGX	008519
8	ITGX	008515	25	ITGX	008522
9	ITGX	008523	26	ITGX	008526
10	ITGX	008525	27	ITGX	008529
11	ITGX	008500	28	CR	581543
12	ITGX	008501	29	RMGX	009160
13	ITGX	008502	30	RMGX	009162
14	ITGX	008503	31	NYC	598283
15	ITGX	008504	32	ITGX	012105
16	ITGX	008505	33	ITGX	012106
17	ITGX	008506			

EXHIBIT B

NEW LEASES/AMENDMENTS TO EXISTING LEASES/EXPIRED/TERMINATED LEASES

Deal Num	Cust Name	Lease Documents	Document - Date Recorded - Recordation #
C00908	Kasgro Rail Corp.	Full Service Lease Agreement #12012005KRC and its related Rider #C00908, between NARCAT LLC, as Lessor and Kasgro Rail Corp., as Lessee, both dated effective as of December 1, 2005.	Memo of Lease - 3/21/06 - #26250
C00875	Linea Coahuil-Durango, S.A. de C.V.	Net Lease Agreement #11012005KRC and its related Rider #C00875, between NARCAT LLC, as Lessor and Linea Coahuil-Durango, S.A. de C.V., as Lessee, both dated effective as of November 1, 2005.	Waiting on MOL from customer
C00949	Rinker Materials Of Florida, Inc.	Full Service Lease Agreement, dated December 8, 2004, and its related Rider Deal #C00949, dated February 16, 2006, between NARCAT LLC, as Lessor and Rinker Materials Of Florida, Inc., as Lessee.	Memo of Lease - 3/21/06 - #24816-CC
C00741	CG Railway, Inc.	Full Service Lease Agreement #09012005CGR and its related Rider #C00741, between NARCAT LLC, as Lessor and CG Railway, Inc., as Lessee, both dated effective as of September 1, 2005.	Memo of Lease - 4/26/06 - #26311
C00951	Cohen Brothers, Inc.	Full Service Lease Agreement #04012006CBI and its related Rider #C00951, between NARCAT LLC, as Lessor and Cohen Brothers, Inc., as Lessee, both dated effective as of April 1, 2006.	Memo of Lease - 5/3/06 - #26321
C009007	Strategic Materials, Inc.	Full Service Lease Agreement #03012006SMI, between NARCAT LLC, as Lessor and Strategic Materials, Inc., as Lessee, both dated effective as of March 1, 2006.	Memo of Lease - 4/27/06 - #26312
C00444 (RCL 524)	Buffalo and Pittsburgh	Letter Agreement dated 11/16/00 between Railcar, Ltd., as Lessor, and The Buffalo and Pittsburgh Railroad, as Lessee. Confirmation Notice of Automatic Renewal Letter dated February 23, 2006.	None recorded
RCL 108	Cohen Brothers, Inc.	Deal expired, renewed under NARCAT LLC documents	
RCL 271	Cohen Brothers, Inc.	Deal expired, renewed under NARCAT LLC documents	
RCL 359	Martin Marietta Materials, Inc	Deal terminated, all cars returned	
RCL 636	Martin Marietta Materials, Inc	Deal terminated, all cars returned	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/8/06



Robert W. Alvord